

RECORDATION NO. 19715-A

MAR 7 1997 4:25 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 7, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Release and Termination of Security Interest, dated March 4, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a full release of the Security Agreement previously filed under Recordation Number 19715.

The names and addresses of the parties to the enclosed document are:

Debtor: ACF Industries, Incorporated  
620 North Second Street  
St. Charles, Missouri 63301

Secured Party: NationsBanc Leasing Corporation  
of North Carolina  
101 Tryon Street  
Charlotte, NC 28255

A description of the railroad equipment covered by the enclosed document is identified on Schedule A attached to the Release.

Counterpart — Encl. 1-2-3

Mr. Vernon A. Williams

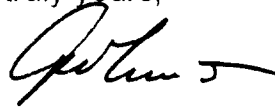
March 7, 1997

Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg

Enclosures

19715-A

RELEASE AND TERMINATION  
OF SECURITY INTEREST

WHEREAS, ACF Industries, Incorporated, a New Jersey corporation (the "Debtor") and Nationsbanc Leasing Corporation of North Carolina (the "Secured Party"), entered into a certain Security Agreement-Chatteel Mortgage dated as of November 17, 1995 (the "Security Agreement") pursuant to which the Debtor collectively transferred, conveyed, hypothecated, mortgaged, delivered, pledged, assigned and granted to the Secured Party a lien on and a security interest in all of the Debtor's right, title and interest in certain railroad cars and related leases, to secure a certain loan made to the Debtor pursuant to the Term Loan Agreement dated as of November 17, 1995, between the Debtor and the Secured Party;

WHEREAS, the Security Agreement was recorded with the Interstate Commerce Commission, Recordation No. 19715, and with the Registrar General of Canada, Recordation No. 815;

WHEREAS, the Debtor has requested the Secured Party to release its lien on and its security interest in all of the railcars and leases related thereto subject to the lien created by the Security Agreement and the Secured Party has agreed to such release;

NOW, THEREFORE, for good and valuable consideration, the Secured Party hereby agrees and covenants as follows:

The Secured Party hereby releases, and terminates its security interest in, and all of its right, title and interest in and to the Collateral (as defined in the Security Agreement) including, without limitation:

(a) railroad tank cars and covered hopper cars which cars are more fully described in Schedule A hereto (the "Equipment", as defined in the Security Agreement) together with all accessories, equipment, parts and appurtenances appertaining or attached to such Equipment, whether now owned or hereafter acquired, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to or proceeds of any and all of said Equipment, together with all the records, rents, mileage credits earned, issues, income, profits, avails and other proceeds (including insurance proceeds) therefrom;

(b) all right, title, interest claims and demands of the Debtor in, to and under each and every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases) relating to the Equipment (each such portion of such lease being an "Equipment Lease", as defined in the Security Agreement), including any extensions of

the term of every Equipment Lease (as defined in the Security Agreement), all of Debtor's rights under any Equipment Lease to make determinations, to exercise any election (including, but not limited to, election of remedies) or option or to give or receive any notice, consent, waiver or approval together with full power and authority with respect to any Equipment Lease to demand, receive, enforce, collect or give receipt for any of the foregoing rights or any property which is the subject of any of the Equipment Leases, to enforce or execute any checks, or other instruments or orders, to file any claims and to take any action which may be necessary or advisable in connection with any of the foregoing, all records related to the Equipment Leases and all payments due and to become due under any Equipment Lease, whether as contractual obligations, damages, casualty payments, insurance proceeds or otherwise to the extent such payments are derived from the Equipment;

(c) the Cash Collateral (as defined in the Security Agreement); and

(d) all products and proceeds of any of the foregoing.

IN WITNESS WHEREOF, the undersigned has caused this Release to be duly executed this 4th day of March, 1997.

NATIONSBANC LEASING CORPORATION  
OF NORTH CAROLINA

By:



Name: **GEORGE L. ROBINSON, JR.**

Title: **SENIOR VICE PRESIDENT**

STATE OF North )  
                  Caroline )   ss.:  
COUNTY OF Mecklenburg )

On this 4<sup>th</sup> day of March, 1997, before me, personally appeared George L. Robinson Jr., to me known, who being by me duly sworn, says that he resides at \_\_\_\_\_ and is Sr. Vice Pres. of NationsBank Leasing Corp.; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Willie D. Portman  
Notary Public

My Commission Expires February 16, 1998

## SCHEDULE A

RPTG MARK	CAR NUMBER	AAR DESIG.	RPTG MARK	CAR NUMBER	AAR DESIG.	RPTG MARK	CAR NUMBER	AAR DESIG.
ACFX	39752	C214	ACFX	40864	C214	ACFX	40975	C214
ACFX	39753	C214	ACFX	40865	C214	ACFX	40976	C214
ACFX	39754	C214	ACFX	40866	C214	ACFX	40977	C214
ACFX	39755	C214	ACFX	40867	C214	ACFX	40978	C214
ACFX	39770	C214	ACFX	40868	C214	ACFX	40979	C214
ACFX	39775	C214	ACFX	40869	C214	ACFX	40980	C214
ACFX	39778	C214	ACFX	40870	C214	ACFX	40981	C214
ACFX	39779	C214	ACFX	40871	C214	ACFX	40982	C214
ACFX	39780	C214	ACFX	40872	C214	ACFX	40983	C214
ACFX	39781	C214	ACFX	40873	C214	ACFX	40984	C214
ACFX	39782	C214	ACFX	40874	C214	ACFX	40985	C214
ACFX	39783	C214	ACFX	40875	C214	ACFX	40986	C214
ACFX	39784	C214	ACFX	40876	C214	ACFX	40987	C214
ACFX	39785	C214	ACFX	40877	C214	ACFX	40988	C214
ACFX	39786	C214	ACFX	40878	C214	ACFX	40989	C214
ACFX	39787	C214	ACFX	40879	C214	ACFX	40990	C214
ACFX	39788	C214	ACFX	40880	C214	ACFX	40991	C214
ACFX	39789	C214	ACFX	40893	C214	ACFX	40992	C214
ACFX	39790	C214	ACFX	40913	C214	ACFX	40993	C214
ACFX	39791	C214	ACFX	40914	C214	ACFX	40994	C214
ACFX	39792	C214	ACFX	40915	C214	ACFX	40995	C214
ACFX	39793	C214	ACFX	40916	C214	ACFX	40996	C214
ACFX	39794	C214	ACFX	40917	C214	ACFX	40997	C214
ACFX	39795	C214	ACFX	40918	C214	ACFX	40998	C214
ACFX	39796	C214	ACFX	40919	C214	ACFX	40999	C214
ACFX	39797	C214	ACFX	40920	C214	ACFX	41000	C214
ACFX	39798	C214	ACFX	40921	C214	ACFX	41001	C214
ACFX	39799	C214	ACFX	40922	C214	ACFX	41002	C214
ACFX	39800	C214	ACFX	40927	C214	ACFX	41004	C214
ACFX	39801	C214	ACFX	40954	C214	ACFX	41005	C214
ACFX	39802	C214	ACFX	40955	C214	ACFX	41006	C214
ACFX	39803	C214	ACFX	40956	C214	ACFX	41007	C214
ACFX	39804	C214	ACFX	40957	C214	ACFX	41008	C214
ACFX	39805	C214	ACFX	40958	C214	ACFX	41009	C214
ACFX	39806	C214	ACFX	40959	C214	ACFX	41010	C214
ACFX	39807	C214	ACFX	40960	C214	ACFX	41011	C214
ACFX	39808	C214	ACFX	40961	C214	ACFX	41012	C214
ACFX	40851	C214	ACFX	40962	C214	ACFX	41013	C214
ACFX	40852	C214	ACFX	40963	C214	ACFX	41014	C214
ACFX	40853	C214	ACFX	40964	C214	ACFX	41015	C214
ACFX	40854	C214	ACFX	40965	C214	ACFX	41016	C214
ACFX	40855	C214	ACFX	40966	C214	ACFX	41017	C214
ACFX	40856	C214	ACFX	40967	C214	ACFX	41018	C214
ACFX	40857	C214	ACFX	40968	C214	ACFX	41019	C214
ACFX	40858	C214	ACFX	40969	C214	ACFX	41020	C214
ACFX	40859	C214	ACFX	40970	C214	ACFX	41021	C214
ACFX	40860	C214	ACFX	40971	C214	ACFX	41022	C214
ACFX	40861	C214	ACFX	40972	C214	ACFX	41023	C214
ACFX	40862	C214	ACFX	40973	C214	ACFX	41024	C214
ACFX	40863	C214	ACFX	40974	C214	ACFX	41025	C214

## SCHEDULE A

RPTG MARK	CAR NUMBER	AAR DESIG.	RPTG MARK	CAR NUMBER	AAR DESIG.	RPTG MARK	CAR NUMBER	AAR DESIG.
ACFX	41026	C214	ACFX	51510	C614	ACFX	51581	C614
ACFX	41027	C214	ACFX	51511	C614	ACFX	51582	C614
ACFX	41028	C214	ACFX	51512	C614	ACFX	51583	C614
ACFX	41029	C214	ACFX	51513	C614	ACFX	51584	C614
ACFX	41030	C214	ACFX	51514	C614	ACFX	51585	C614
ACFX	41031	C214	ACFX	51533	C614	ACFX	51586	C614
ACFX	41032	C214	ACFX	51534	C614	ACFX	51587	C614
ACFX	41033	C214	ACFX	51535	C614	ACFX	51588	C614
ACFX	41034	C214	ACFX	51536	C614	ACFX	51589	C614
ACFX	41035	C214	ACFX	51537	C614	ACFX	51604	C614
ACFX	41036	C214	ACFX	51539	C614	ACFX	51605	C614
ACFX	41037	C214	ACFX	51540	C614	ACFX	51606	C614
ACFX	41038	C214	ACFX	51541	C614	ACFX	51607	C614
ACFX	41039	C214	ACFX	51542	C614	ACFX	51608	C614
ACFX	41040	C214	ACFX	51543	C614	ACFX	51609	C614
ACFX	41041	C214	ACFX	51544	C614	ACFX	51626	C614
ACFX	41042	C214	ACFX	51545	C614	ACFX	51627	C614
ACFX	41044	C214	ACFX	51546	C614	ACFX	51628	C614
ACFX	41045	C214	ACFX	51547	C614	ACFX	51629	C614
ACFX	41047	C214	ACFX	51548	C614	ACFX	51630	C614
ACFX	41048	C214	ACFX	51549	C614	ACFX	51631	C614
ACFX	41049	C214	ACFX	51550	C614	ACFX	51632	C614
ACFX	41051	C214	ACFX	51551	C614	ACFX	51633	C614
ACFX	41052	C214	ACFX	51552	C614	ACFX	51634	C614
ACFX	41053	C214	ACFX	51553	C614	ACFX	51635	C614
ACFX	41054	C214	ACFX	51554	C614	ACFX	51636	C614
ACFX	41076	C614	ACFX	51555	C614	ACFX	51637	C614
ACFX	41077	C614	ACFX	51556	C614	ACFX	51638	C614
ACFX	51373	C614	ACFX	51557	C614	ACFX	51639	C614
ACFX	51392	C614	ACFX	51558	C614	ACFX	51640	C614
ACFX	51393	C614	ACFX	51559	C614	ACFX	64607	C214
ACFX	51409	C614	ACFX	51560	C614	ACFX	64608	C214
ACFX	51410	C614	ACFX	51561	C614	ACFX	64609	C214
ACFX	51411	C614	ACFX	51562	C614	ACFX	64610	C214
ACFX	51412	C614	ACFX	51563	C614	ACFX	64611	C214
ACFX	51413	C614	ACFX	51564	C614	ACFX	64612	C214
ACFX	51414	C614	ACFX	51567	C614	ACFX	64613	C214
ACFX	51416	C614	ACFX	51568	C614	ACFX	64615	C214
ACFX	51417	C614	ACFX	51569	C614	ACFX	64616	C214
ACFX	51418	C614	ACFX	51570	C614	ACFX	64617	C214
ACFX	51419	C614	ACFX	51571	C614	ACFX	64618	C214
ACFX	51426	C614	ACFX	51572	C614	ACFX	64619	C214
ACFX	51461	C614	ACFX	51573	C614	ACFX	64620	C214
ACFX	51494	C614	ACFX	51574	C614	ACFX	64621	C214
ACFX	51495	C614	ACFX	51575	C614	ACFX	64622	C214
ACFX	51497	C614	ACFX	51576	C614	ACFX	64624	C214
ACFX	51498	C614	ACFX	51577	C614	ACFX	64626	C214
ACFX	51499	C614	ACFX	51578	C614	ACFX	64629	C214
ACFX	51501	C614	ACFX	51579	C614	ACFX	64631	C214
ACFX	51509	C614	ACFX	51580	C614	ACFX	64632	C214

## SCHEDULE A

RPTG MARK	CAR NUMBER	AAR DESIG.	RPTG MARK	CAR NUMBER	AAR DESIG.	RPTG MARK	CAR NUMBER	AAR DESIG.
ACFX	64633	C214	ACFX	64756	C214	ACFX	64807	C214
ACFX	64634	C214	ACFX	64757	C214	ACFX	64808	C214
ACFX	64635	C214	ACFX	64758	C214	ACFX	64809	C214
ACFX	64636	C214	ACFX	64759	C214	ACFX	64810	C214
ACFX	64637	C214	ACFX	64760	C214	ACFX	65131	C214
ACFX	64711	C214	ACFX	64761	C214	ACFX	65132	C214
ACFX	64712	C214	ACFX	64762	C214	ACFX	65133	C214
ACFX	64713	C214	ACFX	64763	C214	ACFX	65134	C214
ACFX	64714	C214	ACFX	64764	C214	ACFX	65135	C214
ACFX	64715	C214	ACFX	64765	C214	ACFX	65136	C214
ACFX	64716	C214	ACFX	64767	C214	ACFX	65137	C214
ACFX	64717	C214	ACFX	64768	C214	ACFX	65138	C214
ACFX	64718	C214	ACFX	64769	C214	ACFX	65139	C214
ACFX	64719	C214	ACFX	64770	C214	ACFX	65140	C214
ACFX	64720	C214	ACFX	64771	C214	ACFX	65141	C214
ACFX	64721	C214	ACFX	64772	C214	ACFX	65142	C214
ACFX	64722	C214	ACFX	64773	C214	ACFX	65143	C214
ACFX	64723	C214	ACFX	64774	C214	ACFX	65144	C214
ACFX	64724	C214	ACFX	64775	C214	ACFX	65145	C214
ACFX	64725	C214	ACFX	64776	C214	ACFX	71591	T073
ACFX	64726	C214	ACFX	64777	C214	ACFX	71599	T073
ACFX	64727	C214	ACFX	64778	C214	ACFX	71600	T104
ACFX	64728	C214	ACFX	64779	C214	ACFX	71601	T104
ACFX	64729	C214	ACFX	64780	C214	ACFX	71602	T104
ACFX	64730	C214	ACFX	64781	C214	ACFX	71603	T104
ACFX	64731	C214	ACFX	64782	C214	ACFX	71604	T104
ACFX	64732	C214	ACFX	64783	C214	ACFX	71605	T104
ACFX	64733	C214	ACFX	64784	C214	ACFX	71606	T104
ACFX	64734	C214	ACFX	64785	C214	ACFX	71607	T104
ACFX	64735	C214	ACFX	64786	C214	ACFX	71608	T104
ACFX	64736	C214	ACFX	64787	C214	ACFX	71609	T104
ACFX	64737	C214	ACFX	64788	C214	ACFX	71610	T104
ACFX	64738	C214	ACFX	64789	C214	ACFX	71611	T104
ACFX	64739	C214	ACFX	64790	C214	ACFX	71612	T104
ACFX	64740	C214	ACFX	64791	C214	ACFX	71613	T104
ACFX	64741	C214	ACFX	64792	C214	ACFX	71683	T104
ACFX	64742	C214	ACFX	64793	C214	ACFX	71684	T104
ACFX	64743	C214	ACFX	64794	C214	ACFX	71685	T104
ACFX	64744	C214	ACFX	64795	C214	ACFX	71686	T104
ACFX	64745	C214	ACFX	64796	C214	ACFX	71687	T104
ACFX	64746	C214	ACFX	64797	C214	ACFX	71850	T055
ACFX	64747	C214	ACFX	64798	C214	ACFX	71851	T055
ACFX	64748	C214	ACFX	64799	C214	ACFX	71852	T055
ACFX	64749	C214	ACFX	64800	C214	ACFX	71853	T055
ACFX	64750	C214	ACFX	64801	C214	ACFX	71854	T055
ACFX	64751	C214	ACFX	64802	C214	ACFX	71855	T055
ACFX	64752	C214	ACFX	64803	C214	ACFX	72000	T104
ACFX	64753	C214	ACFX	64804	C214	ACFX	72001	T104
ACFX	64754	C214	ACFX	64805	C214	ACFX	72002	T104
ACFX	64755	C214	ACFX	64806	C214	ACFX	72003	T104



## SCHEDULE A

RPTG MARK	CAR NUMBER	AAR DESIG.	RPTG MARK	CAR NUMBER	AAR DESIG.	RPTG MARK	CAR NUMBER	AAR DESIG.
ACFX	72004	T104	ACFX	72070	T104	ACFX	72176	T104
ACFX	72005	T104	ACFX	72071	T104	ACFX	72177	T104
ACFX	72006	T104	ACFX	72072	T104	ACFX	72178	T104
ACFX	72007	T104	ACFX	72073	T104	ACFX	72179	T104
ACFX	72008	T104	ACFX	72075	T104	ACFX	72180	T104
ACFX	72009	T104	ACFX	72076	T104	ACFX	72181	T104
ACFX	72011	T104	ACFX	72077	T104	ACFX	72182	T104
ACFX	72012	T104	ACFX	72078	T104	ACFX	72184	T105
ACFX	72013	T104	ACFX	72079	T104	ACFX	72187	T105
ACFX	72014	T104	ACFX	72080	T104	ACFX	72192	T105
ACFX	72015	T104	ACFX	72081	T104	ACFX	72203	T105
ACFX	72016	T104	ACFX	72082	T104	ACFX	72208	T105
ACFX	72017	T104	ACFX	72083	T104	ACFX	72209	T105
ACFX	72018	T104	ACFX	72084	T104	ACFX	72210	T105
ACFX	72019	T104	ACFX	72085	T104	ACFX	72215	T105
ACFX	72020	T104	ACFX	72086	T104	ACFX	72223	T103
ACFX	72021	T104	ACFX	72087	T104	ACFX	72224	T103
ACFX	72022	T104	ACFX	72092	T104	ACFX	72225	T103
ACFX	72023	T104	ACFX	72094	T105	ACFX	72226	T103
ACFX	72024	T104	ACFX	72095	T105	ACFX	72227	T103
ACFX	72025	T104	ACFX	72096	T105	ACFX	72228	T103
ACFX	72026	T104	ACFX	72097	T105	ACFX	72229	T103
ACFX	72027	T104	ACFX	72098	T105	ACFX	72230	T103
ACFX	72028	T104	ACFX	72099	T105	ACFX	72231	T103
ACFX	72030	T104	ACFX	72100	T105	ACFX	72232	T103
ACFX	72031	T104	ACFX	72101	T105	ACFX	72233	T103
ACFX	72032	T104	ACFX	72102	T105	ACFX	72234	T103
ACFX	72033	T104	ACFX	72103	T105	ACFX	72235	T103
ACFX	72034	T104	ACFX	72104	T105	ACFX	72236	T103
ACFX	72035	T104	ACFX	72105	T105	ACFX	72237	T103
ACFX	72036	T104	ACFX	72106	T105	ACFX	72238	T103
ACFX	72037	T104	ACFX	72107	T105	ACFX	72239	T103
ACFX	72038	T104	ACFX	72108	T105	ACFX	72240	T103
ACFX	72039	T104	ACFX	72109	T105	ACFX	72241	T103
ACFX	72040	T104	ACFX	72110	T105	ACFX	72242	T103
ACFX	72041	T104	ACFX	72111	T105	ACFX	72243	T103
ACFX	72042	T104	ACFX	72112	T105	ACFX	72244	T103
ACFX	72043	T104	ACFX	72113	T105	ACFX	72245	T103
ACFX	72044	T104	ACFX	72114	T105	ACFX	72246	T103
ACFX	72045	T104	ACFX	72115	T105	ACFX	72247	T103
ACFX	72046	T104	ACFX	72116	T105	ACFX	72248	T103
ACFX	72047	T104	ACFX	72117	T105	ACFX	72249	T103
ACFX	72048	T104	ACFX	72118	T105	ACFX	72250	T103
ACFX	72063	T104	ACFX	72119	T105	ACFX	72251	T103
ACFX	72064	T104	ACFX	72120	T105	ACFX	72252	T103
ACFX	72065	T104	ACFX	72121	T105	ACFX	72253	T103
ACFX	72066	T104	ACFX	72122	T105	ACFX	72254	T103
ACFX	72067	T104	ACFX	72123	T105	ACFX	72255	T103
ACFX	72068	T104	ACFX	72174	T104	ACFX	72282	T105
ACFX	72069	T104	ACFX	72175	T104	ACFX	72283	T105

## SCHEDULE A

RPTG MARK	CAR NUMBER	AAR DESIG.	RPTG MARK	CAR NUMBER	AAR DESIG.	RPTG MARK	CAR NUMBER	AAR DESIG.
ACFX	72284	T105						
ACFX	72285	T105						
ACFX	72286	T105						
ACFX	72287	T105						
ACFX	72288	T105						
ACFX	72289	T105						
ACFX	72290	T105						
ACFX	72291	T105						
ACFX	72292	T105						
ACFX	72293	T105						
ACFX	72294	T105						
ACFX	72295	T105						
ACFX	72296	T105						
ACFX	72297	T105						
ACFX	72298	T105						
ACFX	72299	T105						
ACFX	72300	T105						
ACFX	72301	T105						
ACFX	72302	T105						
ACFX	72303	T105						
ACFX	72304	T105						
ACFX	72305	T105						
ACFX	72306	T105						
ACFX	72307	T105						
ACFX	72308	T105						
ACFX	72309	T105						
ACFX	72310	T105						
ACFX	72311	T105						
ACFX	72332	T103						
ACFX	72333	T103						
ACFX	77327	T866						
ACFX	77328	T866						
ACFX	77329	T866						
ACFX	77330	T866						
ACFX	77331	T866						
ACFX	77332	T866						
ACFX	77339	T866						
ACFX	77340	T866						
ACFX	77341	T866						
ACFX	77342	T866						
ACFX	77343	T866						
ACFX	77344	T866						
ACFX	77345	T866						
ACFX	77346	T866						

644 Cars